

APR 05 '10

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LAW OFFICES OF  
LOUIS E. GITOMERLOUIS E. GITOMER  
LOU\_GITOMER@VERIZON.NET

## SURFACE TRANSPORTATION BOARD

THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
TOWSON, MARYLAND 21204 4022  
(202) 466-6532  
FAX (410) 332 0885

April 5, 2010

Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease and Assignment, a secondary document, dated as of December 30, 2009. The primary document to which this is connected is recorded under Recordation No. 28265. We request that this document be recorded under Recordation No. 28265-A.

The names and addresses of the parties to the Memorandum of Lease and Assignment are:

Secured Party:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Debtor:

Rio Grande Chemical, Ltd.  
901 Lindberg  
McAllen, TX 78501

A description of the equipment covered by the Memorandum of Lease and Assignment consists of 61 covered hopper cars numbered RGCX 1380-1421, inclusive and 1423-1441, inclusive.

Ms. Cynthia T. Brown

April 5, 2010

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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Lease and Assignment between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Rio Grande Chemical, Ltd., 901 Lindberg, McAllen, TX 78501, covering 61 covered hopper cars numbered RGCX 1380-1421, inclusive and 1423-1441, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AND ASSIGNMENT**

dated as of December 30, 2009

between

**BANC OF AMERICA LEASING & CAPITAL, LLC**  
as Secured Party

and

**RIO GRANDE CHEMICAL, LTD.**  
as Debtor

## MEMORANDUM OF LEASE AND ASSIGNMENT

This MEMORANDUM OF LEASE AND ASSIGNMENT is made and entered into as of December 30, 2009, among BANC OF AMERICA LEASING & CAPITAL, LLC ("Secured Party") and RIO GRANDE CHEMICAL, L.L.D. ("Debtor") with reference to the following:

1. Pursuant to a Master Loan and Security Agreement No. 20811-70000 dated as of December 29, 2008, the Equipment Security Note No. 20811-70001 executed pursuant thereto dated as of December 29, 2009, and the Addendum to Equipment Security Note dated as of December 29, 2009 (collectively the "Security Agreement") the Debtor has pledged to Secured Party a first priority security interest in 61 covered hopper cars numbered RGCX 1380-1421 inclusive and 1423-1441 inclusive (the "Railcars").
2. Debtor, with the consent of Secured Party, has agreed to lease to Essroc Cement Corp ("Lessee"), and Lessee has agreed to lease from Debtor the Railcars pursuant to that certain Railcar Net Lease Agreement dated as of February 25, 1997 and Rider No. 3 to the Railcar Net Lease Agreement dated March 8, 2000 (together the "Lease Agreement").
3. Secured Party has consented to the lease of the Railcars by Debtor to Lessee and Debtor has agreed to assign to Secured Party a continuing security interest in the Lease Agreement pursuant to the Leasing Consent and Amendment dated as of December 29, 2009.
4. This Memorandum of Lease and Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease and Assignment.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease and Assignment to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

as Secured Party

By:

Name: *Michael J. Kelly*

Title: *Vice President*

RIO GRANDE CHEMICAL, L.L.D.

as Debtor

By:

Name: *Paul C. V. ...*

Title: *Managing Director*

STATE OF GEORGIA

County of DeKalb

On this 2<sup>nd</sup> day of March, 2010, before me, [Signature], the undersigned Notary Public, personally appeared [Signature] personally known to me to be the person who executed the within instrument as [Signature] on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Notary Public for  
My Commission expires

FLU ANN MYERS  
NOTARY PUBLIC  
NEW YORK COUNTY  
STATE OF NEW YORK

STATE OF TEXAS

County of Hidalgo

On this 2<sup>nd</sup> day of April, 2010, before me, Dorothy Thomas, the undersigned Notary Public, personally appeared Paul G. Neale, Jr. personally known to me to be the person who executed the within instrument as [Signature] on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Dorothy Thomas  
Notary Public for Texas  
My Commission expires 10-15-2012

